

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re: TALEN ENERGY SUPPLY, LLC, <i>et al.</i>, Debtors.¹	§ § § § § § § §	Chapter 11 Case No. 22-90054 (MI) (Jointly Administered) Re: Docket No. ____
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**ORDER APPROVING DEBTORS'
KEY EMPLOYEE INCENTIVE PROGRAM**

Upon the motion, dated June 3, 2022 (the “**Motion**”)² of Talen Energy Supply, LLC and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), pursuant to sections 363 and 503 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), for entry of an order approving and authorizing the KEIP, as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and such notice having been adequate and appropriate under the circumstances, and it appearing that no other or further notice need be provided; and the Court having reviewed the Motion; and upon the Georgeson Declaration filed contemporaneously with the Motion; and the Court having determined that the legal and factual

¹ A complete list of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <https://cases.ra.kroll.com/talenenergy>. The Debtors’ primary mailing address is 1780 Hughes Landing Boulevard, Suite 800, The Woodlands, Texas 77380.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, and all parties in interest; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Debtors are authorized pursuant to sections 363 and 503(c)(3) of the Bankruptcy Code to implement the KEIP.

2. The Debtors are authorized, but not directed, to take any and all action necessary or appropriate to implement the KEIP and to perform any and all obligations contemplated thereby, including making the payments contemplated thereunder.

3. The Debtors are authorized to take all reasonable actions necessary or appropriate to effectuate the relief granted in this Order.

4. Notwithstanding the relief granted in this Order, any payment made or to be made by the Debtors pursuant to the authority granted herein shall be subject to and in compliance with the DIP Order and the DIP Documents. Nothing herein is intended to modify, alter, or waive, in any way, any terms, provisions, requirements, or restrictions of the DIP Order or the DIP Documents. To the extent there is any inconsistency between the terms of the DIP Order or the DIP Documents and the terms of this Order or any action taken or proposed to be taken hereunder, the terms of the DIP Order or the DIP Documents, as applicable, shall control. For the avoidance of doubt the Debtors are not authorized to make any payments to, or on behalf of, a Non-Debtor Affiliate (as defined in the DIP Order) except as permitted by this Order, the DIP Order, and the DIP Documents.

5. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation, or enforcement of this Order.

Dated: _____, 2022
Houston, Texas

THE HONORABLE MARVIN ISGUR
UNITED STATES BANKRUPTCY JUDGE